

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF OHIO**

**DEUTSCHE BANK TRUST COMPANY  
AMERICAS, *et al.***

**Plaintiffs,**

**v.**

**AMERICAN ELECTRIC POWER, *et al.*,**

**Defendants.**

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**CASE NO. 1:11 cv 00358-SSB-SKB**

**Judge Sandra K. Beckwith**

**ANSWER OF DEFENDANT  
BETHESDA, INC. TO THE SECOND  
AMENDED CLASS ACTION  
COMPLAINT**

Defendant Bethesda, Inc. (“Bethesda”) answers the Second Amended Class Action Complaint (the “Complaint”) as set forth below.

(1) Bethesda is a nonprofit corporation organized under the laws of the State of Ohio, which never held any stock in the Tribune Company. No claim can therefore be asserted against it.

(2) Bethesda specifically denies the jurisdictional allegations of the Complaint because the amount in controversy against Bethesda is well below the jurisdictional threshold of this Court.

(3) There is no such entity known to Bethesda as the “Bethesda Non-Retirement Assets Master Trust,” one of the named parties defendant in the Complaint, so there can be no claims asserted against it or against its “Trustee.”

(4) The Complaint makes no allegation against, or reference to, Bethesda except as a “Named Shareholder Defendant,” and Bethesda has no knowledge on which either to admit or deny any allegation made in the complaint, so it denies all allegations not specifically admitted to be true.

**Affirmative Defenses**

(5) If there were a claim asserted against Bethesda, it would be barred by accord and satisfaction and the applicable statute of limitations.

WHEREFORE, Bethesda respectfully requests that it be dismissed as a party to this action, and that it recover its costs.

Respectfully submitted,

/s/ william stuart dornette

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**CERTIFICATE OF SERVICE**

The foregoing has been filed electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic record. Parties may access this filing through the Court's electronic system.

Dated: December 27, 2011

/s/ william stuart dornette  
W. Stuart Dornette